

AGENDA
CORPORATIONS COMMITTEE

San Francisco Airport Westin
Friday, December 2, 2005
9:30 a.m. to 12:30 p.m.

I. ADMINISTRATIVE MATTERS [10 MIN.]

1. Opening remarks and announcements: Gemello/Stokdyk
2. Approval of minutes: Willner

II. AGENCY AND LIAISONS' REPORTS [50 MIN.]

1. Securities and Exchange Commission: Tyson
2. NASD: Webber
3. Department of Corporations: LeBas/Monahan
4. Secretary of State: Bogart
5. Office of Governmental Affairs: Doyle
6. BLS Committee liaison reports
 - Corporate Law Departments: Harmon
 - Cyberspace Law: Wood
 - Financial Institutions: Occhiolini
 - Non-Profit Corporations: Sawyers
 - Partnerships and LLCs: Skinner
 - UCC: Hong
 - Executive Committee: Bishop/Kelso

III. SUBCOMMITTEE REPORTS [50 MIN.]

1. Legislation: Delfino
 - ALP re: Jury Waivers: Delfino/Hsu/Occhiolini/Sostrin
 - ALP re: Corporate Disclosure Act: [discussion during Ongoing Projects]
 - Calendar
2. Communications/Website: Serepca/Sostrin
 - e-Bulletin topics
3. Education/Publications: Weakley
 - CLE Teleconference on Shareholder Voting (Feb. 21): Bishop
 - Additional presentation topics

IV. ONGOING PROJECTS [60 MIN.]

1. ALP on Corporate Disclosure Act: Deming/Hanson
2. National Venture Capital Association Model Forms: Skinner
3. Close Corporation Model Act adoptions: Serepca
4. Legal Handbook for Incorporating a Business in California: Weakley
5. ABA Task Force on Attorney-Client Privilege: Davis/Wood
6. 2005 Corporate Law Developments: Davis
7. Venture Capital Opinion Project: Heinecke
8. Update on Section 2115 Project: Lebrecht

V. NEW BUSINESS [10 MIN.]

1. Litigation Subcommittee Discussion: Stokdyk